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EXHIBIT A
PROPOSED ORDER

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14 **UNITED STATES BANKRUPTCY COURT**
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

15 **In re:**

16 **PG&E CORPORATION**

17 **-and-**

18 **PACIFIC GAS AND ELECTRIC**
COMPANY,

19 **Debtors.**

20 Affects PG&E Corporation
21 Affects Pacific Gas and Electric Company
22 Affects both Debtors

23 *All papers shall be filed in the Lead Case,
24 No. 19-30088 (DM)

25 Bankruptcy Case
No. 19-30088 (DM)

26 Chapter 11
(Lead Case)
(Jointly Administered)

27 **ORDER APPROVING THE**
APPLICATION OF THE OFFICIAL
COMMITTEE OF TORT CLAIMANTS
PURSUANT TO 11 U.S.C. § 1103 AND
FED. R. BANKR. P. 2014 AND 5002 TO
RETAIN AND EMPLOY HON. JOHN K.
TROTTER (RET.) AS TRUSTEE NUNC
PRO TUNC TO JANUARY 13, 2020
THROUGH THE EFFECTIVE DATE
OF THE RESOLUTION TRUST
AGREEMENT

1 Upon the Application, filed February 11, 2020, (the “**Application**”),¹ of the Official
2 Committee of Tort Claimants (the “**TCC**”) of PG&E Corporation and Pacific Gas and Electric
3 Company (collectively the “**Debtors**”) for an order authorizing the retention and employment of
4 the Honorable John K. Trotter (Ret.) (“**Justice Trotter**”) as trustee, *nunc pro tunc* to January 13,
5 2020 and terminating on the effective date of the Trust, pursuant to section 1103(a) of title 11 of
6 the United States Code (the “**Bankruptcy Code**”), and Rules 2014 and 5002 of the Federal Rules
7 of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court having jurisdiction to consider
8 the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order*
9 *Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.),
10 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the
11 Northern District of California (the “**Local Rules**”); and consideration of the Application and the
12 requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper
13 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and
14 determined that notice of the Application as provided to the parties listed therein is reasonable and
15 sufficient; and it appearing that no other or further notice need be provided; and this Court having
16 reviewed the Application and the Trotter Declaration; and it appearing that the relief requested in
17 the Application is in the best interests of the Debtors, their estates, creditors, shareholders, and all
18 parties in interest; and upon all of the proceedings had before this Court and after due deliberation
19 and sufficient cause appearing therefor,

20 **IT IS HEREBY ORDERED THAT:**

21 1. The Application is approved solely to the extent set forth herein.

22 2. Justice Trotter shall be retained as the trustee in these Cases, *nunc pro tunc* to
23 January 13, 2020 until and including the effective date of the Trust.

24 3. Justice Trotter shall be compensated for fees and reimbursed for reasonable and
25 necessary expenses and shall file monthly fee statements and interim and final fee applications for
26 the allowance of compensation for services rendered and reimbursement of expenses incurred in

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¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

1 accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local
2 Rules, the order entered by this Court on February 28, 2019 establishing the procedures for interim
3 compensation and reimbursement of expenses of professionals (Dkt. No. 701), the *United States*
4 *Bankruptcy Court Northern District of California Guidelines for Compensation and Expense*
5 *Reimbursement of Professionals and Trustees*, effective February 19, 2014, and the *U.S. Trustee*
6 *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*
7 *Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, the
8 Notice of Filing of Parties' Revised Fee Examiner Protocol (Dkt. No. 4473), and any other order
9 of the Court.

10 4. Notwithstanding anything to the contrary in the Application, Justice Trotter shall
11 not seek reimbursement for any fees or costs arising from the defense of any of Justice Trotter's
12 monthly fee statements or fee applications in these Cases. Approval of the Application shall not
13 alter the result dictated by the holding in *Baker Botts L.L.P. v. ASARCO LLC*, 135 S. Ct. 2158,
14 2169 (2015) and its construction of 11 U.S.C. § 330(a)(1).

15 5. There shall be no limitation of liability in connection with this engagement.

16 6. To the extent that there may be any inconsistency between the terms of the
17 Application and this Order, the terms of this Order shall govern.

18 7. Notwithstanding anything to the contrary in the Application, Justice Trotter's
19 allowed compensation shall have the same priority as the allowed professional fees and expenses
20 of other professionals retained in the Cases.

21 8. The relief granted herein shall be binding upon any chapter 11 trustee appointed in
22 the Cases, or upon any chapter 7 trustee appointed in the event of a subsequent conversion of the
23 Cases to cases under chapter 7.

24 9. Justice Trotter is authorized to retain, subject to court approval (which Justice
25 Trotter shall be authorized to seek), pursuant to sections 105(a) and 1103(a) of the Bankruptcy
26 Code, such appropriate professionals as he may deem necessary to assist him in the performance
27 of his services as set forth in the Application and such retention may be authorized to be *nunc pro*
28 *tunc* to the day such professional began work for Justice Trotter as proposed trustee.

10. The TCC is authorized to take all steps necessary or appropriate to carry out this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order. For the avoidance of doubt, during the pendency of these Cases, this Court shall have exclusive jurisdiction over the approval of fees due and owing to Justice Trotter for this retention.

** END OF ORDER **